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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

CC Docket No. 97-211

In the Matter of)
)
Applications of WorldCom, Inc. and)
MCI Communications Corporation for)
Transfer of Control of MCI)
Communications to WorldCom, Inc.)
_____)

**MOTION OF CABLE & WIRELESS PLC
TO AMEND PROTECTIVE ORDER**

By Order dated June 5, 1998 the Commission entered a protective order ("Protective Order") in the above-referenced proceeding to ensure that confidential and proprietary documents submitted by WorldCom, Inc. ("WorldCom") and MCI Communications Corp. ("MCI"), at the request of the Commission, are afforded adequate protection.¹ The Protective Order applies to any confidential documents or other information provided by WorldCom and MCI -- the "Submitting Parties" -- in this proceeding.²

On July 15, 1998 Cable & Wireless plc ("C&W") and MCI announced an agreement whereby C&W will purchase MCI's entire Internet business -- one of the largest in the world -- for \$1.75 billion. The transaction includes not only MCI's Internet holdings, including MCI's Internet backbone assets, but also MCI's retail Internet and certain other related businesses. After the transfer C&W instantaneously will become one of the largest and most effective

¹ *Application of WorldCom, Inc. and MCI Communications Corporation for Transfer of Control of MCI Communications Corporation to WorldCom, Inc.*, CC Docket No. 97-211, Order Adopting Protective Order, DA 98-1072 (rel. June 5, 1998) ("OAPO").

² Protective Order at ¶ 1.

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Internet service providers in the world. In connection therewith, and to facilitate approval of the transfer of control of MCI to WorldCom, the FCC has directed MCI to submit certain information concerning MCI's sale of these assets to C&W. Because the requested documents may contain confidential and proprietary information of both C&W and MCI, C&W respectfully requests that the Commission amend the Protective Order to add C&W as a "Submitting Party" so as to ensure that the Protective Order applies to all confidential and proprietary information of C&W submitted in connection with this proceeding.

In issuing the OAPO, the Commission recognized that certain materials it had requested from WorldCom and MCI regarding the transfer of control contained information that would be exempt from mandatory disclosure under the Freedom of Information Act and the Commission's rules, because it involves "'trade secrets and commercial or financial information' that 'would not customarily be released to the public.'"³ Public disclosure of this "highly sensitive, vital competitive information" could cause significant and irreparable competitive damage to WorldCom/MCI.⁴ However, the protections of the OAPO extend only to materials provided by the "Submitting Parties." The "Submitting Parties," in turn, are defined to be WorldCom and MCI.

The materials the Commission requests from MCI regarding C&W's acquisition of MCI's Internet assets contain equally sensitive financial and commercial information, the public disclosure of which would result in severe competitive damage -- particularly to C&W, as the acquiring party. To the extent that disclosure of competitively sensitive information about MCI's Internet business causes future harm, it will be C&W, not MCI, that bears the

³ OAOP at ¶ 3.

⁴ *Id.* at ¶ 5.

consequences. C&W thus has a unique interest in the protection of this information from public disclosure. Moreover, none of the parties will be harmed or prejudiced in any way by grant of this Motion. C&W has contacted all of the parties to this proceeding regarding this Motion. The parties that have executed the Acknowledgment of Confidentiality and agreed to be bound by the Protective Order -- Bell Atlantic, BellSouth, GTE, Telstra, Sprint, and the Communications Workers of America/AFL-CIO -- have stated that they have no objections to grant of this Motion. Further, none of the other parties contacted by C&W has voiced an objection.⁵

Accordingly, C&W requests that, pursuant to Section 552(b)(4) of the Administrative Procedure Act⁶ and Section 0.457(d)(2)(i) of the Commission's rules,⁷ the OAPO be amended to include C&W as a "Submitting Party" and that confidential and proprietary information provided by C&W and designated as such be withheld from public inspection.⁸

⁵ Specifically, the following parties (or their counsel) have stated that they have no objections to grant of the Motion: West Coast Valet Service, Media Access Project, Helein & Associates, Coalition of Utah Independent Internet Service Providers, and AT&T Corporation. C&W attempted to contact the other parties at least once, and in many cases twice, and ultimately left messages explaining the purpose of the call; none of them responded with an objection. Because C&W has informed the parties of this Motion and received no objection from any of those responding, C&W respectfully suggests that no further notice and comment period is necessary before the Commission grants the Motion. Moreover, an expedited grant will further the public interest by assisting in the prompt resolution of the proceeding.

⁶ 5 U.S.C. § 552(b)(4).

⁷ 47 C.F.R. § 0.457(d)(2)(i).

⁸ A redlined version of paragraph one of the Protective Order reflecting C&W's proposed changes is appended hereto as Attachment A.

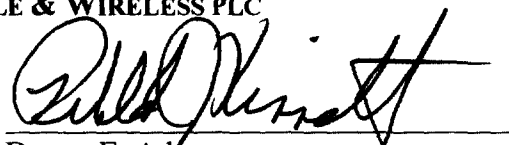
CONCLUSION

Thus, C&W respectfully requests that the Commission amend the Protective Order to include C&W as a "Submitting Party" as defined in paragraph one thereof and afford all information designated by C&W as confidential all of the protections provided therein.

Respectfully submitted,

CABLE & WIRELESS PLC

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August 19, 1998

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Attachment A

1. On April 21, 1998, the Common Carrier Bureau directed WorldCom, Inc. and MCI Communications Corporation (~~individually or collectively, the "Submitting Party"~~) to submit further information to the Federal Communications Commission (Commission) for consideration in connection with the above-captioned proceeding. Because these documents, as well as any documents that the Commission may request from WorldCom, ~~and MCI, or Cable & Wireless plc~~ in the future, may contain confidential and proprietary information, the Bureau hereby enters this Protective Order to insure that the documents considered by ~~the Submitting Party~~ these companies (individually or collectively, the "Submitting Party") to be confidential and proprietary are afforded protection. This Order does not constitute a resolution of the merits concerning whether any confidential information would be released publicly by the Commission upon a proper request under the Freedom of Information Act (FOIA) or otherwise.

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing were served by express mail or by hand this 19th day of August, 1998 on the following:

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